

Wimer Law Offices, P.C.

Matthew R. Wimer  
(Also Admitted in West Virginia)

December 13, 2005

Clerk  
United States District Bankruptcy Court  
Southern District of New York  
One Bowling Green  
Room 534  
New York, NY 10004-1408

RE: Delphi Corporation  
Case No.: 05-44481 (RDD)

Dear Sir/Madam:

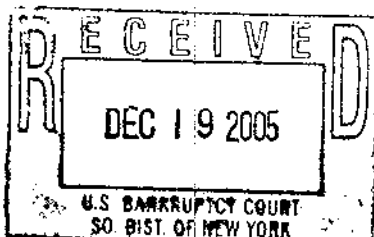
Enclosed please find the affidavit of legal ordinary course professional, which I request you accept for filing.

Very truly yours,

  
Matthew R. Wimer

MRW/cr  
Enclosure

cc: General counsel, Delphi Corporation  
John Wm. Butler, Jr., Esquire  
Alicia M. Leonhard, Esquire  
Mark A. Broude, Esquire  
Marissa Wesley, Esquire  
Marlane Melican, Esquire



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

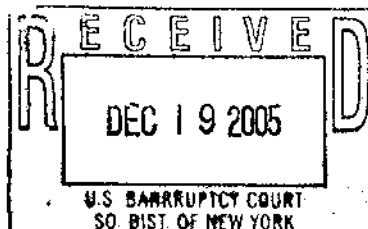
In re	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No.05-44481 (RDD)
Debtors.	:	(Jointly Administered)

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF PENNSYLVANIA     )  
  ) ss:  
COUNTY OF ALLEGHENY     )

Matthew R. Wimer, being duly sworn, deposes and says:

1. I am a principal of Wimer Law Offices, P.C. ("Wimer Law Offices") which firm maintains offices at 655 Allegheny Avenue, Oakmont PA 15139.
2. Neither I, Wimer Law Offices, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. Wimer Law Offices, has represented and advised the Debtors in Pennsylvania with respect to a broad range of aspects of the Debtors' businesses.
4. The Debtors have requested, and Wimer Law Offices has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Wimer Law Office proposes, to render the following services to the Debtors:
5. Wimer Law Offices current fees arrangement is \$130 per hour for Matthew R. Wimer, \$120 per hour for associates and \$50 per hour for legal assistants.
6. Except as set forth herein, no promises have been received by Wimer Law Offices or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.



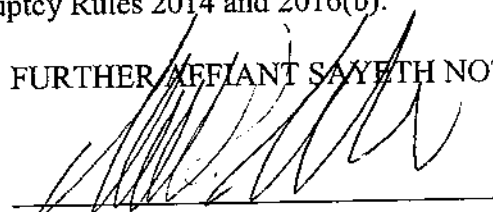
7. Wimer Law Offices has no agreement with any entity to share with such entity any compensation received by Wimer Law Offices.

8. Wimer Law Offices and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Wimer Law Offices does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

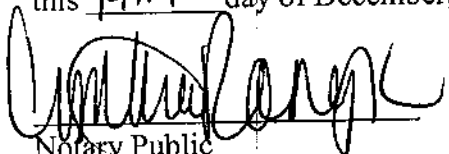
9. Neither Wimer Law Offices, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Wimer Law Offices is to be engaged.

10. The foregoing constitutes the statement of Wimer Law Offices pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

  
Matthew R. Wimer  
Wimer Law Offices, P.C.  
655 Allegheny Avenue  
Oakmont PA 15139  
412-820-1234

Subscribed and sworn before me  
this 14th day of December, 2005.

  
Notary Public  
COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Cynthia A. Roenigk, Notary Public  
Oakmont Boro, Allegheny County  
My Commission Expires June 7, 2008  
Member, Pennsylvania Association Of Notaries

**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the within **Affidavit of legal ordinary course professional** has been served this 14th day of December 2005 via U.S. First Class Mail, postage pre-paid upon the following:

General Counsel  
DELPHI CORPORATION  
5725 Delphi Drive  
Troy, MI 48098

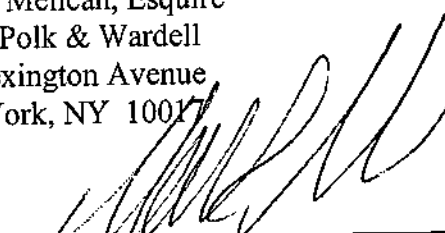
John Wm. Butler, Jr., Esquire  
Skadden, Arps, Slate, Meagher & Flom  
333 West Wacker Drive, Suite 2100  
Chicago, IL 60606

Alicia M. Leonhard, Esquire  
33 Whitehall Street  
Suite 2100  
New York, NY 10044

Mark A. Broude, Esquire  
Latham & Watkins  
885 Third Avenue  
New York, NY 10022

Marissa Wesley, Esquire  
Simpson Thacher & Barlett, LLP  
425 Lexington Avenue  
New York, NY 10017

Marlene Melican, Esquire  
Davis Polk & Wardell  
450 Lexington Avenue  
New York, NY 10017

  
\_\_\_\_\_  
Matthew R. Wimer  
Wimer Law Offices, P.C.